

**STATUS OF THE CLAIMS:**

This listing of claims will replace all prior versions, and listing, of claims in the application:

**Listing of Claims:**

1. (currently amended) A handbag system, said handbag system includes:  
handbag having a durable outer cover;  
a second outer cover for said handbag;  
an inner lining in said second outer cover for protecting said handbag from damage due to said second outer cover; and  
a fastening mechanism including magnets secured within said inner lining of said outer cover and magnets of opposing polarity secured within said handbag for securing said handbag within said second outer cover wherein said handbag may be used without said outer cover.
  
2. (currently amended) The handbag system of claim 1 wherein said fastening mechanism includes:  
upper flaps that engage said handbag to secure said handbag within said outer cover.
  
3. (canceled) The handbag system of claim 1 wherein said fastening mechanism includes:  
magnets secured within said inner lining of said outer cover to engage said handbag.
  
4. (canceled) The handbag system of claim 1 wherein said fastening mechanism includes:  
hook and loop fasteners on said handbag and said outer cover to secure said handbag to said outer cover.
  
5. (canceled) The handbag system of claim 1 wherein said fastening mechanism includes:  
snap fasteners.

6. (canceled) The handbag system of claim 1 wherein said fastening mechanism includes:

a zipper mechanism.

7. (original) The handbag system of claim 1 wherein said outer cover includes: multiple outer covers having differing looks.

8. (canceled) The handbag system of claim 1 wherein said outer cover includes: an inner lining to minimize scuffing of the outer surface of said handbag.

9. (original) The handbag system of claim 1 wherein said outer cover includes: a divider pocket in said outer cover to provide an additional pocket to said handbag.

10. (original) The handbag system of claim 1 wherein said outer cover includes: a zippered pocket.

11. (original) The handbag system of claim 1 wherein said handbag system includes: a handbag fastening mechanism on said handbag to allow access into said handbag; and the sides and top of said outer cover are partially open to allow access to said handbag fastening mechanism through said partially open sides.

12. (original) The handbag system of claim 1 wherein said handbag system includes: at least one strap on said handbag for carrying of said handbag; and the top of said outer cover is formed partially open to allow access to said at least one strap on said handbag.

13. (original) The handbag system of claim 1 wherein said outer cover includes: reinforcement tabs formed on said outer cover in the shape of zipper pulls on said handbag.

14. (canceled) A method of using a dual handbag system, said method includes the steps of:

- providing a handbag that is usable without an outer cover;
- providing an outer cover;
- inserting said handbag into said outer cover;
- securing said outer cover to said handbag by a fastening mechanism.

15. (canceled) The method of claim 14 wherein said step of securing said outer cover to said handbag by a fastening mechanism includes:

- engaging outer flaps on said outer cover to said handbag.

16. (canceled) The method of claim 14 wherein said step of providing an outer cover includes:

- providing a divider in said outer cover to provide an additional pocket.

17. (canceled) The method of claim 14 wherein said step of providing an outer cover includes:

- providing a zippered pocket in said outer cover.

18. (canceled) The method of claim 14 wherein said step of providing an outer cover includes:

- providing a partially open top and sides on said outer cover to allow access into said handbag.

19. (canceled) The method of claim 14 wherein said step of providing an outer cover includes:

- providing multiple covers of differing designs.

20. (amended) A handbag system, said handbag system includes:

- a handbag having a durable outer cover;
- a second outer cover for said handbag;

a protective inner lining on said second outer cover to minimize damage to said handbag;  
and

upper flaps that engage said handbag to secure said handbag within said outer cover  
wherein said handbag may be used with or without said outer cover.

21. (previously presented) The handbag system of claim 20 wherein said outer cover  
includes:

multiple outer covers having differing looks.

22. (canceled) The handbag system of claim 20 wherein said outer cover includes:  
an inner lining to minimize scuffing of the outer surface of said handbag.

23. (previously presented) A handbag system, said handbag system includes:  
a handbag having a durable outer cover;  
an outer cover for said handbag;  
reinforcement tabs formed on said outer cover in the shape of zipper pulls on said  
handbag; and  
a fastening mechanism for securing said handbag inside of said outer cover.

24. (currently amended) The handbag system of claim 24 23 wherein said outer  
cover includes:

multiple outer covers having differing looks.

25. (previously presented ) The handbag system of claim 23 wherein said outer cover  
includes:

an inner lining to minimize scuffing of the outer surface of said handbag.

26. (previously presented) A handbag system, said handbag system includes:  
a handbag having a durable outer cover;  
a second separable outer cover for said handbag;  
a lining on said second separable outer cover; and

magnetic fastening system that engages said handbag through said lining to secure said handbag within said outer cover wherein said handbag may be used with or without said outer cover.